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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 598188 3696B

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : May 12, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 598188

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CUSTOMER NO: 3696B

CUSTOMER: Margaret Dall, Legal Asst.
Akin Gump Strauss Hauer & Feld
1333 New Hampshire Avenue, n.w.

Washington, DC 20036

FOREIGN FILINGS

NAME: ENVIROTEST SYTEMS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 15 PM 12:20
2/1/95

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 5 PM 12:20

1. Envirotest Systems Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 06-0914220
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/10/74 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2525 East Camelback Road, Suite 1150
Phoenix, Arizona 85016
(Current mailing address)
8. to own and operate vehicle emission testing facilities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301, Florida,
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gail Shelby
(Registered agent's signature)

GAIL SHELBY, as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Chester C. Davenport

Address: 2525 East Camelback Road, Suite 1150
Phoenix, Arizona 85016

Vice Chairman: Richard L. Gelfond

Address: 110 East 59th Street, Suite 2100
New York, NY 10022

Director: Edward Dugger III

Address: 711 Atlantic Avenue, 3rd Floor
Boston, MA 02111

Director: Arnold L. Chavkin

Address: 270 Park Avenue, 5th Floor
New York, NY 10017

see attached

B. OFFICERS

CEO & President: Ralph E. Reins

Address: 2525 East Camelback Road, Suite 1150
Phoenix, AZ 85016

Executive Vice President: Larry Taylor

Address: 2525 East Camelback Road, Suite 1150
Phoenix, AZ 85016

Secretary: C. Michael Alston, Esq. (also VP and General Counsel)

Address: 6903 Rockledge Drive, Suite 214
Bethesda, MD 20817

~~Treasurer~~ Chief Financial Officer: Raj Modi

Address: 2525 East Camelback Road, Suite 1150
Phoenix, Arizona 85016

see attached

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

R. Reins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

RAJ MODI, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

12.A. (continued) Directors:

Cleveland A. Christophe, 1055 Washington Blvd., 10th Floor
Stamford, CT 06091

Craig M. Cogut, 1301 6th Avenue, 38th Floor, New York, NY 10019

William J. Beckham, Jr., 2525 East Camelback Road, Suite 1150,
Phoenix, Arizona 85016

12.B. (Continued) Officers:

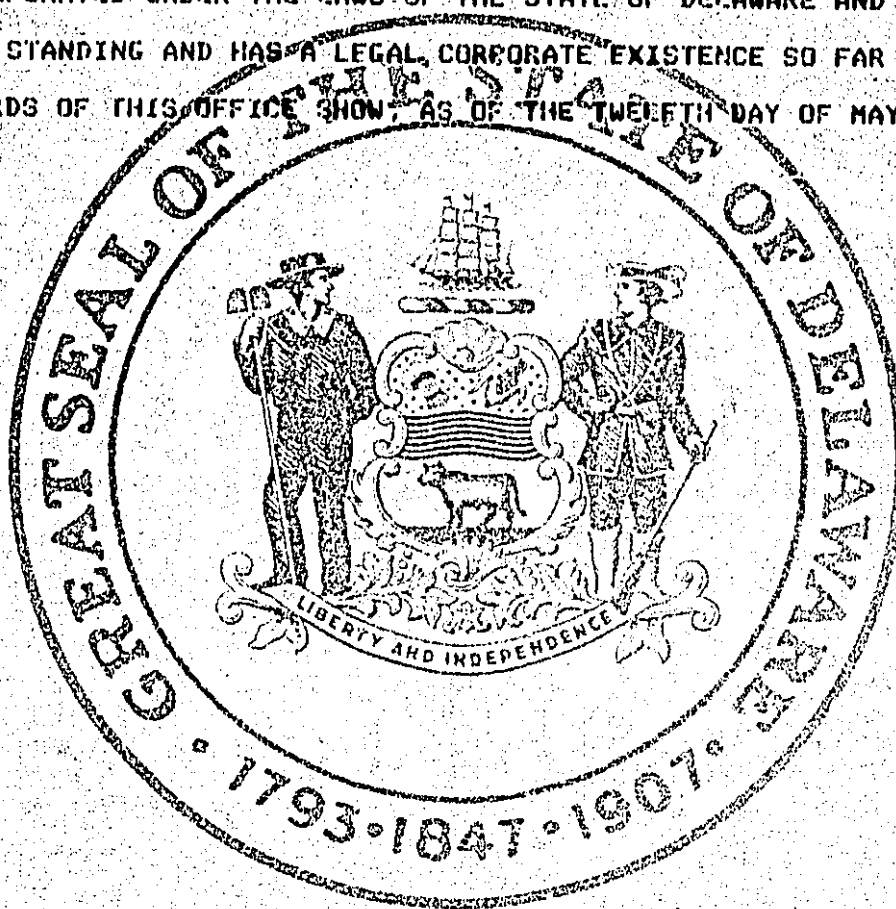
William J. Beckham, Executive Vice President, 2525 East Camelback
Road, Suite 1150, Phoenix, Arizona 85016

Ronald M. Lancaster, Executive Vice President, 2525 East
Camelback Road, Suite 1150, Phoenix, Arizona
85016

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENVIROTEST SYSTEMS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 15 PM 12:20



Edward J. Freel

Edward J. Freel, Secretary of State

0802412 8300

950105552

AUTHENTICATION: 7504032

DATE: 05-12-95